

Company number: 119249
Charity number: 213121

**PRIVATE COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

Certificate of passing of special resolutions

Of

Central Young Men's Christian Association (the Company)

At an Annual General Meeting of the Company held on 29 November 2018 at 112 Great Russell Street, London, WC1B 3NQ, the following resolutions were passed:

1. That Article 37 of the Association's Articles of Association is amended to read:

37 The ordinary business of an annual general meeting shall be the consideration of the accounts and balance sheet and the report of the Board and Auditors, the election or re-election of the Trustees and other officers eligible for election, the appointment or re-appointment and the fixing of the remuneration of the Auditors, and the transaction of any other business which, under these Articles ought to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at a general meeting shall be deemed special

2. That Article 64 of the Association's Articles of Association is amended to read:

64 Trustees shall (subject to provisions of Article 67) remain in office for a term of three years. At the annual general meeting of the Association each Trustee who has completed a three year term shall retire from office. A retiring Trustee shall be eligible for re-election. Unless Members decide that it is in the best interest of the Association, no Trustee shall be elected for more than three terms of office

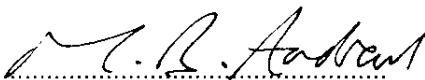
3. That Article 65 of the Association's Articles of Association is amended to read:

65 For avoidance of doubt, the number of consecutive years served by a Trustee prior to the date of the adoption of these Articles shall be counted when determining the length of time a Trustee has been in office. If a Trustee has served equal to or over three terms of office at the date these Articles are adopted Members must determine on review whether or not he or she is eligible to stand for election for a further term in accordance with Article 64

4. That Article 66 of the Association's Articles of Association is amended to read:

66 Subject to Article 60, the Association in general meeting may from time to time increase or reduce the number of Trustees

Signed:



Dated:

29 November 2018

Mark Andrews, Chair of Trustees

for and on behalf of

THE CENTRAL YOUNG MEN'S CHRISTIAN ASSOCIATION

SATURDAY



A29 *A7LBZDE8* #411
22/12/2018
COMPANIES HOUSE

THE COMPANIES ACT 2006

A COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE CENTRAL YOUNG MEN'S CHRISTIAN ASSOCIATION

(As amended and adopted by Special Resolutions passed on 1st October 2012, 11th June 2015, 23rd June 2017 and 29th November 2018)

PRELIMINARY

1 Defined terms

1.1 *In these Articles unless the context otherwise requires*

Act means the Companies Act 2006

Articles means the Articles of Association of the Association for the time being in force

Associate Member means an individual admitted as an Associate Member of the Association under Article 21

Association means THE CENTRAL YOUNG MEN'S CHRISTIAN ASSOCIATION

Auditors means the firm of accountants having an appropriate qualification appointed as such by the Board

Board means the Board of Trustees for the time being of the Association

Chairman means the Chairman of the Board elected in accordance with Article 71

Charities Legislation	means the Charities Acts 1992, and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time
Full Member	means any person but not (for the avoidance of doubt) any incorporated body who being committed to the Movement's Corporate Aim (as set out in Article 2) is prepared (as a condition of such Full Membership) to sign the affirmation appropriate to Full Membership Such Full Member shall have all rights and be subject to all the obligations of a Full Member as set out in these Articles and 'Full Membership' shall be construed accordingly
Members	means Full Members and Associate Members
Month	means calendar month
Secretary	means any person appointed as the General Secretary of the Association by the Board (if any) pursuant to Article 91
Statutes	means the Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Association
Trustee	means any person who is duly appointed as such in accordance with these Articles. For the avoidance of doubt the Trustees are the 'directors' of the Association for the purposes of the Act
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1.2 Words importing the singular number only shall include the plural and vice versa and words importing the masculine gender only shall include the feminine and vice versa

1.3 Words which are used in or defined by the Act, shall have the same meaning when used in these Articles

OBJECTS

2 The objects for which the Association is established are to promote and assist the advancement of the spiritual, social, intellectual and physical condition of principally young men and women (but without any specific restriction as to age)

2.1 The activities of the Association are in accordance with and by such means as are consistent with the Basis of Alliance of the Young Men's Christian Associations in various countries throughout the world which was adopted at the General Conference of Delegates from the Associations of Europe and America held in Paris in August, 1955, and expressed in the following terms, namely

'The Young Men's Christian Associations seek to unite those young men who, regarding the Lord Jesus Christ as their God and Saviour, according to the Holy Scriptures, desire to be His disciples in their doctrine and in their life and to associate their efforts for the extension of His Kingdom among young men'

and with any other statements accepted by The Young Men's Christian Associations movement nationally or internationally which shall convey the intention to maintain the Christian purpose of the Association including the following statement of Aims and Purposes adopted by The Young Men's Christian Associations of the United Kingdom in September 1971, namely:-

'The Young Men's Christian Association is a Christian Movement At its centre are Christians who, regarding Jesus Christ as Lord and Saviour, desire to share their faith with others and make him known, believed, trusted, loved, served and exemplified in all human relationships. It welcomes into its fellowship persons of other religious faiths and of none

Accordingly The Young Men's Christian Association stands for

- (a) A worldwide fellowship based on the equal value of all persons
- (b) Respect and freedom for all, tolerance and understanding between people of different opinions
- (c) Active concern for the needs of the community
- (d) United effort by Christians of different traditions and those of other faiths or none

2.2 The Young Men's Christian Association aims to

- i. Provide a welcome to Members and beneficiaries for themselves, in a meeting place which is theirs to share, where friendship can be made and counsel sought
- ii. Develop activities which stimulate and challenge its Members and beneficiaries in an environment that enables them to take responsibility and find a sense of achievement
- iii. Involve all Members in care and work for others
- iv. Create opportunities for exchanging views, so that its Members can improve their understanding of the world, of themselves and of one another
- v. Relieve or assist in the relief of persons of all ages who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances.

APPLICATION OF INCOME AND PROPERTY

- 3 The income and property of the Association shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Association. This does not prevent
- 3.1 a Member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association, or
- 3.2 reasonable and proper remuneration to any Member of the Association who is not also a Trustee of the Association for any goods or services provided to the Association

TRUSTEES' BENEFITS

- 4 No Trustee shall be appointed to any office of the Association, be employed by the Association or receive any remuneration or other benefit in money or money's worth from the Association unless the payment or benefit in question
- 4.1 is permitted pursuant to Article 5, or
- 4.2 has been previously and expressly authorised in advance and in writing by the Charity Commission for England and Wales and any procedures prescribed by the said Charity Commission are fully adhered to

PERMITTED BENEFITS

- 5 Subject to Article 6 nothing herein shall prevent the payment in good faith by the Association of:-
- 5.1 reasonable and proper remuneration to a Trustee for services rendered to the Association otherwise than any remuneration for services provided by a Trustee in his capacity as a Trustee or under a contract of employment,
- 5.2 monies for the supply of goods by a Trustee to the Association, whether such goods are provided in connection with the provision of services referred to at Article 5.1 or otherwise,
- 5.3 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees) on money lent to the Association by any Trustee,
- 5.4 reasonable and proper rent for premises demised or let to the Association by any Trustee,
- 5.5 fees, remuneration or other benefit in money or money's worth to any other company of which any Trustee may also be a member holding not more than 1% of the issued share capital of that company,
- 5.6 reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee in or about the affairs of the Association,

- 5.7 any payments made pursuant to Articles 84 and 85

CONDITIONS RELATING TO TRUSTEES' BENEFITS

- 6 Save for the payments referred to in Articles 5.6 and 5.7, the Association and its Trustees may only rely upon the authority provided by Article 5 in respect of payments or benefits to a Trustee if each of the following conditions is satisfied
- 6.1 the remuneration or other sums paid to the Trustee does not exceed an amount that is reasonable in all the circumstances,
- 6.2 the Trustee is absent from the part of any meeting at which there is discussion of
- 6.2.1 his contract or remuneration, or any matter concerning the contract,
- 6.2.2 his performance in the employment, or his performance of the contract, or
- 6.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 5,
- 6.3 the Trustee does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting,
- 6.4 the remaining Trustees are satisfied and agree that it is in the best interests of the Association to contract with that Trustee rather than with someone who is not a Trustee,
- 6.5 the reason for their decision is recorded by the Trustees in the minute book,
- 6.6 the amount or maximum amount of any remuneration payable to a Trustee is set out in an agreement in writing between the Association or Trustees and that Trustee, and
- 6.7 the number of Trustees then in office who have received remuneration or other benefits from the Association are in a minority

CONFLICTS OF INTEREST

- 7 A Trustee must declare to the other Trustees any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest
- 8 An interest of a Trustee to be disclosed under Article 7 may be declared at a meeting of the Board, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act
- 9 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Trustees may authorise such a conflict of interest if each of the following conditions is satisfied

- 9.1 the Trustee is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person,
- 9.2 the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting, and
- 9.3 the remaining Trustees are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen
- 10 A conflict of interest arising for a Trustee because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 9 if such a conflict does not involve a direct or indirect benefit of any nature to a Trustee

DEFINITIONS APPLICABLE TO ARTICLES 3 - 10

- 11 The following words in Articles 3 - 10 inclusive (as the case may be) shall have the following meanings
- 11.1 'Association' (as defined in Article 1) shall include any company in which the Association:
- 11.1.1 holds more than 50% of the shares,
 - 11.1.2 controls more than 50% of the voting rights attached to the shares, or
 - 11.1.3 has the right to appoint one or more directors to the board of the company, and
- 11.2 'Trustee' (as defined in Article 1) shall include the following
- 11.2.1 a child, parent, grandchild, grandparent, brother or sister of a Trustee,
 - 11.2.2 the spouse or civil partner of a Trustee or of any person falling within Article 11.2.1,
 - 11.2.3 a person carrying on a business in partnership with a Trustee or with any person falling within Articles 11.2.1 or 11.2.2,
 - 11.2.4 an institution which is controlled
 - (a) by a Trustee or by any person falling within Articles 11.2.1, 11.2.2 or 11.2.3, or
 - (b) by two or more persons falling within Article 11.2.4(a) when taken together, and
 - 11.2.5 a body corporate in which
 - (a) the Trustee or any person falling within Articles 11.2.1, 11.2.2 or 11.2.3 has a substantial interest, or
 - (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest

- 11.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used at Article 11.2 as follows.
- 11.3.1 'child' includes a step-child and an illegitimate child;
- 11.3.2 'civil partner' shall include a person living with a Trustee as that Trustee's husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were,
- 11.3.3 a person controls an institution if he is able to secure that the affairs of the institution are conducted in accordance with his wishes;
- 11.3.4 a person has a substantial interest in a body corporate if he is
- (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
 - (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body
- 12 Liability of the Full Members is limited
- 13 Every Full Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Full Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a Full Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of thirty seven and one half pence
- 14 If upon the winding up or dissolution of the Association there shall remain, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but if and so far as possible shall be given or transferred to any incorporated or unincorporated society, association, body or institution which shall be willing and shall undertake to continue the work, objects and functions of the Association upon substantially similar lines and which shall by its constitution be prohibited from distribution or shall undertake not to distribute its income or property among its members to a greater extent than the Association is allowed to do, or in default thereof to the National Council of Young Men's Christian Associations Incorporated if then existing; and in default thereof then to some other institution or institutions having objects substantially similar to those of the Association and prohibited from distributing or undertaking not to distribute its income or property among its or their members beyond the extent last mentioned, such institution or institutions to be determined by a resolution passed at a general meeting of the Full Members of the Association at or before the time of dissolution or if and so far as effect cannot be given to the provisions in this Article then any such property as aforesaid shall be given or transferred to some other charitable object or objects

FULL MEMBERS

- 15 For the purposes of company law the Full Members are members of Association in accordance with section 112 of the Act and have the right to attend and vote at general meetings of the Association
- 16 Full Members shall be such persons as shall be admitted by the Board upon such evidence as the Board may from time to time deem satisfactory to establish in all respects their suitability to be Full Members of the Association. The discretion of the Board shall be absolute, and it may postpone the matter for further consideration and may refuse to admit any person proposed without giving any reason for such postponement or refusal
- 17 Every Full Member of the Association shall either sign a written consent to become a Full Member or sign the register of Full Members on becoming a Full Member
- 18 For the purpose of registration the number of Full Members of the Association is declared to be unlimited
- 19 Every proposal for admittance to Full Membership shall be made in writing signed by the candidate and by two Full Members proposing him and shall be sent or left at the registered office of the Association addressed to the Secretary, who shall cause the name and address of the candidate and his proposer to be posted up in the registered office of the Association or in such other place or places as the Board shall from time to time direct, at least seven days before the consideration of the proposal by the Board. Every such proposal shall be in such form as the Board shall from time to time prescribe. At the next ordinary meeting of the Board, which shall be held after the expiration of the said seven days, the Board shall consider such proposal
- 20 A person shall cease to be a Full Member
 - 20.1 on giving one Month's notice in writing of his intention to resign addressed to the Secretary at the registered office of the Association but he shall continue to be liable to pay any subscription due up to the date of his resignation and his liability to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date,
 - 20.2 if he is removed by resolution passed by a majority consisting of at least two-thirds of the Trustees present at a meeting of the Board, either on the ground of non-payment of any subscription or on the ground that it considers him unfit or unsuitable for any reason to continue to be a Full Member, and such Full Member shall upon the passing of such resolution immediately cease to be a Full Member. Provided always that at least seven days' previous notice in writing shall be sent or given to the Full Member in question notifying the intention to consider the question of cancelling his membership, and such Full Member shall in any case except where cancellation is proposed on the ground of non-payment of any subscription, have a reasonable opportunity of appearing in person before the Board and giving such explanation as he may desire,
 - 20.3 immediately, if on or after the date that this Article 20.3 is inserted into the Articles, he ceases to be a Trustee of the Association,

- 20.4 immediately if he has not attended an annual general meeting or other general meeting of the Association by person or by proxy for a period of 3 years, or
- 20.5 immediately if he has not supplied the Association with his current residential address

ASSOCIATE MEMBERS

- 21 Associate Members are not members of the Association for the purposes of company law and have none of the rights prescribed in these Articles for Full Members. The Board may prescribe and vary the rights, privileges and obligations of the Associate members at any time in the Rules, Regulations and Bye-Laws of the Association made pursuant to Article 93
- 22 For the avoidance of doubt Associate Members are not entitled to
 - 22.1 be given notice of any general meeting of the Association, and
 - 22.2 vote at any general meeting of the Association
- 23 The Board may if it thinks fit and on such terms and conditions as to proposal for admittance, subscription and otherwise as it may from time to time in its discretion determine or prescribe, admit any young men or women of the age of sixteen years or upwards who are shown to the satisfaction of the Board to be suitable, who confirm their understanding of the Aims and Purposes adopted by the Young Men's Christian Associations of the United Kingdom in September 1971 (as set out in Article 22) and who agree to abide by the Rules, Regulations and Bye-Laws of membership made pursuant to Article 93 from time to time in force
- 24 The Board may from time to time create different classes of Members. The various classes of Members for the time being shall be entitled to use and enjoy such rights and privileges as regards the buildings and facilities provided by the Association and otherwise as the Board shall in accordance with bye-laws or regulations from time to time made by it or otherwise prescribe or allow
- 25 No Member (unless he is also a Full Member) shall in any way be or be deemed to be a Full Member of the Association for any purpose whatever and shall have no rights or obligations whatever as a Full Member under these Articles

SUBSCRIPTIONS AND DONATIONS

- 26 All Members shall pay such subscriptions fees and other charges as may from time to time be prescribed by the Board. Different rates of subscription fees and charges may be fixed or subscriptions fees and charges may be waived according to age or other circumstances
- 27 All subscriptions shall until and unless otherwise provided be deemed to run from the first day of the Month in which the Member is admitted a Member and shall be payable in advance

- 28 The Board shall have power to remit the whole or any part of the subscription fee or charge of any particular Member or to give time for payment thereof on any ground which it may consider expedient or justifiable, and it shall also have power to suspend temporarily the payment of subscriptions fees or charges by any Member on the ground of absence abroad, or any other circumstances which it may think sufficient to justify such a suspension
- 29 The rates and conditions of payment of any subscriptions fees and charges may be altered or varied from time to time by the Board
- 30 All subscriptions of Members and all other income of the Association, and also all gifts, donations and bequests to the Association not made for any particular specified purpose, shall form part of the common funds of the Association and may be applied in such manner and for such purposes as the Association, or the Board exercising the powers of the Association which are vested in it, shall from time to time determine

GENERAL MEETING

- 31 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and not more than fifteen months may lapse between successive annual general meetings
- 32 The Board may whenever they think fit convene a general meeting and general meetings may also be convened on the requisition of the members pursuant to the Act

NOTICE OF GENERAL MEETINGS

- 33 A general meeting of the Association (including an annual general meeting and a meeting convened to pass a special resolution) shall be called by at least 14 days clear notice, but with the consent of Full Members having at least 90% of the voting rights at the meeting intended to be convened and having the right to attend and vote thereat, a meeting may be convened by such notice as those Full Members may think fit
- 34 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
- 35 The notice must be given to all the Full Members, Trustees, and to the auditors
- 36 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it

PROCEEDINGS AT GENERAL MEETINGS

- 37 The ordinary business of an annual general meeting shall be the consideration of the accounts and balance sheet and the report of the Board and Auditors, the election or re-election of the Trustees and other officers eligible for election, the appointment or re-appointment and the fixing of the remuneration of the Auditors, and the transaction of any other business which, under these Articles ought to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at a general meeting shall be deemed special
- 38 Full Members shall be entitled to attend, take part in and vote at all general meetings in person or by proxy
- 39 No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time-when the meeting proceeds to business. Save as provided in Article 40, five Full Members or one tenth of the Full Membership (whichever is the greater) shall be a quorum
- 40 If within half an hour from the time appointed for the meeting a quorum shall not be present, the meeting, if convened upon the requisition of Full Members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for the meeting, the Full Members present shall be a quorum
- 41 The Chairman if present and willing to act shall preside as the chairman of the meeting at any general meeting of the Association, and failing him the Deputy-Chairman. If none of such persons shall be present and willing to act, the Full Members present shall choose one of their number to act as chairman of the meeting
- 42 The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen clear days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting
- 43 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any five Full Members or by Full Members present in person and representing one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting (whichever is the greater) and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on the show of hands been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

- 44 Subject to the provisions of Article 47, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 45 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
- 46 Subject to Article 47 every Full Member shall have one vote (except that if the chairman of the meeting is a Full Member he shall be entitled to a second or casting vote)
- 47 No Full Member shall be entitled to vote at any general meeting unless all subscriptions and other sums presently payable by him to the Association shall have been paid
- 48 A poll demanded on the election of the chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs
- 49 Every general meeting of the Association shall be opened and closed with prayer
- 50 In addition to general meetings of the Association the Board may from time to time as and when it thinks fit arrange for, convene and hold at the expense of the Association, public meetings, conventions and conferences in furtherance of the work and objects of the Association, at which not only Full Members but also any other persons in sympathy with or interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be or operate as a general meeting of the Association for any of the purposes of these Articles
- 51 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which
- 51.1 states the name and address of the Full Member appointing the proxy,
- 51.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- 51.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and
- 51.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 52 The Association may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes
- 53 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

- 54 Unless a proxy notice indicates otherwise, it must be treated as
- 54.1 *allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and*
- 54.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 55 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person
- 56 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 57 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 58 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

MANAGEMENT

- 59 Subject to the Articles, the Trustees are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts as may be done by the Association and as are not by statutes or by the Articles required to be done by the Association in general meeting. The Trustees may not do or permit any act or omission which would prejudice the charitable status of the Association

TRUSTEES AND OFFICERS

- 60 The Trustees will be at least three in number
- 61 No person may be appointed as a Trustee
- 61.1 unless he has attained the age of 18 years, or
- 61.2 unless he is a Full Member, or
- 61.3 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 67

62 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at Board meetings

63 The Board shall have power at any time and from time to time to appoint any Full Member either to fill a casual vacancy or as an addition to the Board, but so that the total number of Trustees shall not at any time exceed the maximum number provided for in Article 60. Any Trustee so appointed shall hold office only until the next following annual general meeting of the Association (and shall not be counted at the next following annual general meeting in determining the Trustees who shall retire from office) but shall then be eligible for election

ELECTION OF TRUSTEES

64 Trustees shall (subject to provisions of Article 67) remain in office for a term of three years. At the annual general meeting of the Association each Trustee who has completed a three year term shall retire from office. A retiring Trustee shall be eligible for re-election. Unless Members decide that it is in the best interest of the Association, no Trustee shall be elected for more than three terms of office

65 For avoidance of doubt, the number of consecutive years served by a Trustee prior to the date of the adoption of these Articles shall be counted when determining the length of time a Trustee has been in office. If a Trustee has served equal to or over three terms of office at the date these Articles are adopted Members must determine on review whether or not he or she is eligible to stand for election for a further term in accordance with Article 64

66 Subject to Article 60, the Association in general meeting may from time to time increase or reduce the number of Trustees

DISQUALIFICATION OF TRUSTEES

67 A person ceases to be a Trustee

67.1 if by notice in writing to the Association he resigns (but only if at least two Trustees remain in office when the notice of resignation is to take effect),

67.2 if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the statutes,

67.3 if he becomes bankrupt or he makes any arrangements or composition with his creditors generally,

67.4 if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act,

67.5 if at any Board meeting, the majority of the Trustees present resolve that his appointment should be terminated on the grounds that he is not acting in the best interests of the Association,

67.6 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,

- 67.7 if he is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association, or
- 67.8 if he ceases to be a Full Member

PROCEEDINGS OF TRUSTEES

- 68 The Board shall meet not less frequently than three times in each year and subject to that requirement may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of business. Unless otherwise determined, three Trustees personally present shall be a quorum. The Secretary on the requisition of any two Trustees or the Chairman shall, at any time summon a meeting of the Board
- 69 The Board may elect a Chairman and Deputy-Chairman of the Board, and may determine the period for which such officers shall respectively hold office, the Chairman (if present) or the Deputy-Chairman (if present) shall preside. If such last-mentioned officers have not been appointed, or if neither be present at the time appointed for a meeting, the Trustees present shall choose someone of their number to be chairman of such meeting
- 70 Questions arising at any meeting of the Board shall be decided by a majority of votes, and, in case of equality of votes, the chairman of the meeting shall have a second or casting vote
- 71 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and directions by or under these presents vested in or exercisable by the Board generally

MEETINGS BY CONFERENCE TELEPHONE ETC

- 72 All or any of the Trustees or any committee of the Trustees may participate in a meeting of the Trustees or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting
- 73 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly
- 74 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is

RESOLUTIONS IN WRITING

- 75 Provided that full papers and explanations have been distributed beforehand a resolution executed by all the Trustees, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Trustees,

or (as the case may be) at a meeting of that committee, which in every case was duly convened and held

- 76 For the purposes of Article 75
- 76.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect,
- 76.2 a written instrument is executed when the person executing it signs it,
- 76.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe,
- 76.4 the Trustees, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication,
- 76.5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 76, and
- 76.6 if no Secretary is appointed, the Chairman shall perform the functions of the Secretary under this Article 76

COMMITTEES OF THE BOARD

- 77 The Board may delegate any of its powers to any Group or Committee consisting of such member or members of its body as it thinks fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any terms of reference or regulations that may from time to time be imposed on it by the Board
- 78 The Board may also provide for the establishment, in such manner and with such constitution and terms of reference as it may think fit, of such Groups or Councils to advise it or assist it in connection with the management and operation of the Association's charitable activities and for the dissolution or amalgamation of such Groups or Councils
- 79 The Chairman for the time being shall be an ex-officio member of all Committees, Groups and Councils unless the Board shall in respect of any Committee otherwise decide
- 80 The meetings and proceedings of any such Committee, Group or Council if consisting of two or more Trustees, shall be governed by the provisions herein contained for regulating the meetings and proceedings of Trustees, so far as the same are applicable thereto, and are not superseded by any such regulations as aforesaid
- 81 All acts done at any meeting of the Board or Committee of Trustees or by any person acting as a Trustee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Trustees or persons acting as aforesaid, or that they or any

of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a Trustee

APPOINTMENT OF INVESTMENT MANAGERS

82 The Trustees may appoint as the investment manager for the Association a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Trustees may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Association in accordance with the investment policy laid down by the Trustees from time to time,

PROVIDED THAT where the Trustees make any such delegation they shall

- 82.1 inform the investment manager in writing of the extent of the Association's investment powers and the terms of the delegation,
- 82.2 lay down a detailed investment policy for the Association and immediately inform the investment manager in writing of it and of any changes to it,
- 82.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority,
- 82.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority, and
- 82.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees

INVESTMENTS HELD BY NOMINEE

- 83 The Trustees may
 - 83.1 make such arrangements as they think fit for any investments of the Association or income from those investments to be held by a corporate body as the Association's nominee, and
 - 83.2 pay reasonable and proper remuneration to any corporate body acting as the Association's nominee in pursuance of this Article

TRUSTEES' INDEMNITY

- 84 Subject to the provisions of the Act, and so far as may be consistent with the Statutes

- 84.1 every Trustee and every other officer other than the Association's auditor or the reporting accountant shall be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 of the Act, and
- 84.2 the Association shall also provide funds to any Trustee or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a Trustee or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act

TRUSTEES' INDEMNITY INSURANCE

- 85 Subject to the provisions of the Charities Legislation and to Article 86, the Association may pay the premium in respect of any indemnity insurance to cover the liability of any Trustee, other officer (other than the auditor or reporting accountant) or Full Member of the Association
- 85.1 which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty or any act or omission in the actual or purported execution and/or discharge of his or her duties and/or in the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the Association or any subsidiary of the Association, and
- 85.2 to make contributions to the assets of the Association or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by him or her in successfully contesting any such liability or alleged liability
- 86 Any insurance purchased under Article 85 shall not
- 86.1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not
- 86.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in his or her capacity as a Trustee or other officer or member of the Association and/or a sum payable to a regulatory authority by way of a penalty imposed on a Trustee, other officer or member of the Association, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising)

CENTRES OR BRANCHES

- 87 The Board shall have power from time to time to carry on, establish and maintain such local centres or branches of the Association as it may in its discretion think fit, and may discontinue any such centre or branch at any time. It may also from time to time make such bye-laws or

regulations as to the constitution, management, and conduct of any such centre or branch and as to what Full Members shall be attached to the same and otherwise generally in relation thereto as it may think fit with full power to rescind or alter any such bye-laws, rules or regulations from time to time

- 88 The Board may from time to time nominate and appoint any one or more Full Members to be, and such person or persons shall accordingly be, ex-officio member or members of the committee of any such society, club or organisation as aforesaid with power for the Board from time to time to terminate any such appointment

FINANCE

- 89 All subscriptions, donations and other moneys received by the Association shall as soon as possible after receipt thereof be paid into the account of the Association at its bank for the time being

THE SEAL

- 90 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise decided by the Trustees if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature. For the purposes of this Article, an authorised person is
- 90.1 any Trustee,
- 90.2 the Secretary (if any), or
- 90.3 any person authorised by the Trustees for the purpose of signing documents to which the seal is applied.

SECRETARY

- 91 A Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as the Board thinks fit. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

MINUTES

- 92 The Board shall cause proper minutes to be made in books provided for the purpose -
- 92.1 of all appointments of Trustees and other officers of the Association,
- 92.2 of the names of the Trustees present at each meeting of the Board or of any committee thereof, and

- 92.3 of all resolutions and proceedings at all meetings of the Association and of the Board and of any committees of the Trustees

BYE-LAWS, RULES AND REGULATIONS

- 93 The Board may from time to time make such rules, bye-laws and regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The Board shall also have power to alter, add to or repeal any such rules, bye-laws and regulations and the Board shall adopt such means as it thinks sufficient to bring to the notice of the Members all such rules, bye-laws and regulations, which shall be binding on all Members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles

ACCOUNTS AND AUDIT

- 94 The Trustees shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time
- 95 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of any Trustee
- 96 The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Full Member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act
- 97 The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 96 not later than
- 97.1 the end of the period for filing accounts and reports to the Registrar of Companies, or
- 97.2 if earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies
- 98 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member

AUDIT

- 99 The accounts of the Association shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the statutes
- 100 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Association in general meeting
- 101 The determination of the auditor's or reporting accountant's (if any) remuneration shall be determined by the Association in general meeting
- 102 Auditors shall be appointed and their functions and duties regulated in accordance with the Act

HONORARY PRESIDENT AND VICE-PRESIDENTS

- 103 The Board shall have power to appoint and remove as Honorary President and Vice Presidents any persons who are in sympathy with the objects and work of the Association, but so that any person so appointed who is not a Full Member shall not by virtue of such appointment be deemed to be a Full Member of the Association. Each such appointment shall be until the Board meeting following the annual general meeting in each year

NOTICES

- 104 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Trustees shall be in writing and may be delivered or sent by post facsimile or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 'address' in relation to electronic communications, includes any number or address used for the purpose of such communications
- 105 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being
- 106 A Trustee may agree with the Association that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 107 Subject to Article 106, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an electronic communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Association's website was already on the Association's website at the time the notice was sent to the Member,

it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Association's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website

WEBSITE COMMUNICATION

- 108 The Association may send any notice, document or other information to Members by making them available on the Association's website provided that
- 108.1 each Member has been asked individually by the Association to agree to communication via the Association's website (either generally or in relation to a specific notice, document or information),
- 108.2 the Association's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent, and
- 108.3 the Association's request is not sent less than twelve months after a previous request made to the member in relation to a similar class of documents
- 109 The Association must notify each Member who has agreed to receive communications through the Association's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information
- 110 Any notice, document or information posted on the Association's website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Association's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act